

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

July 22, 2014

Item 3 News Release

The news release dated July 22, 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

July 22, 2014

BENTON RECEIVES FINAL ORDER AND APPROVAL FOR PLAN OF ARRANGEMENT

July 22, 2014

Thunder Bay, Ontario: **Benton Capital Corp.** (BTC: TSX.V, "Benton" or the "Company") has received TSX-Venture Exchange approval of the previously announced Plan of Arrangement (the "**Arrangement**") and arrangement agreement pursuant to Division 5 of part 9 - *Arrangements* of the *Business Corporations Act* (British Columbia). The Arrangement is to facilitate the distribution of the Coro Mining Corp. shares (the "**Coro Shares**") to the Benton Shareholders as part of the reorganizing of the Company's business. The Company received the final order approving the Arrangement from the Court on July 11, 2014 and has set July 11, 2014 as the record date (the "**Record Date**") for the Arrangement. The date for distribution to Benton shareholders (the "**Distribution Date**") will be Thursday July 24, 2014.

Each Benton Shareholder of record as at the Record Date will receive one new common share in the capital of the Company (the "**New Share**") and its *pro-rata* share of the Coro Shares, which, as at the date hereof, would be approximately 0.8 Coro Shares for each Benton common share held (the "**Benton Shares**"). The New Shares will be identical in every material respect to the Benton Shares.

About Benton Capital Corp.:

The Company currently has approximately \$1.5 million in cash. In addition to the cash, the Company holds 61,000,000 shares (approximately 38%) of Coro Mining Corp. ("Coro"). The Company also holds 1,566,623 warrants of Coro exercisable at \$0.15 until December 20, 2016. In addition, Benton holds no debt and has a very low burn rate.

On behalf of the Board of Directors of Benton Capital Corp,
"Stephen Stares"
Stephen Stares, President and CEO

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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