



(A Development Stage Enterprise)

**Condensed Consolidated Interim Financial Statements  
For the six months ended December 31, 2014**

(Stated in Canadian Dollars)

**Responsibility for Financial Statements**

The accompanying financial statements for Benton Capital Corp. have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") consistently applied. Only changes in accounting policies have been disclosed in these unaudited condensed consolidated interim financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed consolidated interim financial statements for the period ended December 31, 2014.

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**BENTON CAPITAL CORP.**  
(A Development Stage Enterprise)

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December 31, 2014

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**BENTON CAPITAL CORP.**  
(A Development Stage Enterprise)

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**(Prepared by Management – Unaudited)**

As at	December 31, 2014 \$	June 30, 2014 \$
<b>ASSETS</b>		
Current		
Cash	51,070	161,589
Temporary investments (note 3)	1,138,824	1,376,105
Accounts and other receivables	5,787	24,632
Loan receivable (note 4)	35,000	-
Income taxes receivable	67,557	67,557
Prepaid expenses	-	2,589
	<b>1,298,238</b>	1,632,472
Exploration and evaluation assets (note 5)	678,772	678,772
Investment in Coro Mining Corp. (note 6)	-	4,270,000
	<b>1,977,010</b>	6,581,244
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Current		
Accounts payable and accrued liabilities (note 8)	93,980	293,573
<b>Shareholders' Equity</b>		
Capital Stock (note 7)		
Share capital	2,099,308	2,099,308
Reserves	7,288,418	11,510,998
Deficit	(7,504,696)	(7,322,635)
	<b>1,883,030</b>	6,287,671
	<b>1,977,010</b>	6,581,244

See Nature of Operations and Going Concern – Note 1  
Subsequent Events – Note 13

*These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on February 19, 2015. They are signed on the Corporation's behalf by:*

“Stephen Stares” President, Chief Executive Officer and Director  
“Clint Barr” Director

See accompanying notes to the consolidated financial statements

**BENTON CAPITAL CORP.**  
(A Development Stage Enterprise)

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND  
COMPREHENSIVE LOSS**  
(Prepared by Management – Unaudited)

	Three Months Ended Dec. 31, 2014 \$	Three Months Ended Dec. 31, 2013 \$	Six Months Ended Dec. 31, 2014 \$	Six Months Ended Dec. 31, 2013 \$
<b>EXPENSES</b>				
Advertising and promotion	350	2,431	12,740	3,906
Share-based payments (note 9)	19,298	8,896	47,420	27,194
General and administrative	3,164	4,266	6,986	11,294
Professional fees	29,649	17,917	41,140	36,042
Stock exchange and filing fees	2,644	7,478	3,573	7,478
	(55,105)	(40,988)	(111,859)	(85,914)
Other income (expense):				
Interest and investment income	4,172	4,214	9,798	8,612
Acquisition costs on abandoned transaction (note 12)	(80,000)	-	(80,000)	-
	(75,828)	4,214	(70,202)	8,612
<b>Loss before income taxes</b>	(130,933)	(36,744)	(182,061)	(77,302)
Current income tax recovery	-	790,498	-	799,460
<b>Income (loss) and comprehensive income (loss) for the period</b>	(130,933)	753,724	(182,061)	722,158
<b>Income (loss) and comprehensive income (loss) per common share – basic and diluted</b>				
	-	0.01	-	0.01
<b>Weighted average shares outstanding – basic and diluted</b>	76,273,531	76,273,531	76,273,531	76,273,531

See accompanying notes to the consolidated financial statements

**BENTON CAPITAL CORP.**  
(A Development Stage Enterprise)

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Prepared by Management – Unaudited)  
For the six months ended December 31, 2014 and 2013

	Share Capital		Reserves	Retained earnings (deficit)	Total shareholders' equity
	Number	Amount \$			
<b>Balance at June 30, 2013</b>	<b>76,273,531</b>	<b>2,099,308</b>	<b>11,364,024</b>	<b>(5,257,441)</b>	<b>8,205,891</b>
Loss and comprehensive loss for the period	-	-	-	(722,158)	(722,158)
Share-based payments	-	-	27,194	-	27,194
<b>Balance at December 31, 2013</b>	<b>76,273,531</b>	<b>2,099,308</b>	<b>11,391,218</b>	<b>(4,535,283)</b>	<b>8,955,243</b>
<b>Balance at June 30, 2014</b>	<b>76,273,531</b>	<b>2,099,308</b>	<b>11,510,998</b>	<b>(7,322,635)</b>	<b>6,287,671</b>
Loss and comprehensive loss for the period	-	-	-	(182,061)	(182,061)
Distribution of Coro Mining Corp. shares pursuant to Plan of Arrangement (note 6)	-	-	(4,270,000)	-	(4,270,000)
Share-based payments	-	-	47,420	-	47,420
<b>Balance at December 31, 2014</b>	<b>76,273,531</b>	<b>2,099,308</b>	<b>7,288,418</b>	<b>(7,504,696)</b>	<b>1,883,030</b>

See accompanying notes to the consolidated financial statements

**BENTON CAPITAL CORP.**  
**(A Development Stage Enterprise)**

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF  
CASH FLOWS**

**(Prepared by Management – Unaudited)**

	<b>Six Months Ended Dec. 31, 2014 \$</b>	<b>Six Months Ended Dec. 31, 2013 \$</b>
<b>CASH FLOWS FROM (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Loss and comprehensive loss for the period	(182,061)	722,158
Share-based payments	47,420	27,194
Net change in non-cash working capital balances related to operating activities (note 10)	(213,159)	(828,927)
Cash flows used in operating activities	(347,800)	(79,575)
<b>INVESTING ACTIVITIES</b>		
Acquisition of shares of Coro Mining Corp. in private placement	-	(313,325)
Net redemption (purchase) of temporary investments	237,281	381,289
Cash flows provided by (used in) investing activities	237,281	67,964
Decrease in cash	(110,519)	(11,611)
Cash - beginning of period	161,589	12,270
Cash - end of period	51,070	659

Supplemental cash flow information (note 10)

See accompanying notes to the consolidated financial statements

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**BENTON CAPITAL CORP.**  
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**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Prepared by Management – Unaudited)**

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December 31, 2014

**1. NATURE OF OPERATIONS AND GOING CONCERN:**

Benton Capital Corp. (the “Company”) (formerly Benton Resources Corp.) was incorporated on July 10, 2003 under the laws of British Columbia and is a development stage public company whose shares began trading on the TSX Venture Exchange in April of 2005. Its principal business activities are the acquisition, exploration and development of mineral properties in Canada.

The accompanying consolidated 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. These consolidated 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.

	December 31, 2014	June 30, 2014
Working capital	\$1,204,258	\$1,338,899
Deficit	\$(7,504,696)	\$(7,322,635)

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB (“International Accounting Standards Board”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34- Interim Financial Reporting. The accounting policies followed in these condensed interim financial statements are the same as those applied in the audited annual consolidated financial statements for Benton Capital Corp. for the year ended June 30, 2014.

The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of February 29, 2015 (the “Report Date”), the date the Audit Committee approved the statements. Any subsequent changes to IFRS after this date could result in changes to the financial statements for the period ended December 31, 2014.

The condensed consolidated interim financial statements do not contain all disclosures required under IFRS for annual financial statements and should be read in conjunction with the audited annual consolidated financial statements and the notes thereto for Benton Capital Corp. for the year ended June 30, 2014.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, share-based payments, allocation of financing proceeds, and income taxes. Differences may be material.

### 3. TEMPORARY INVESTMENTS:

	December 31, 2014	June 30, 2014
Money Market Mutual funds	\$ 1,138,824	\$ 1,376,105

These funds are available for exploration and other purposes upon the request of the Company.

The mutual funds consist of fully liquid, managed money market fund units that yield regular monthly dividends at market rates.

### 4. LOAN RECEIVABLE:

During the six month period ended December 31, 2014, the Company advanced to Folium Life Science Inc. ("Folium") \$35,000 with such funds being used to retain the option to lease the building that will accommodate Folium's production facility once approved. In addition, the funds were used to settle certain liabilities related to the completion of Folium's Health Canada Licensed Producer application.

Due to the fact that the agreement to acquire Folium was terminated in the subsequent period, the loan amount is repayable immediately to the Company by Folium without interest. Thus far, no repayments have been made by Folium.

### 5. 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 100% owned Goodchild copper-nickel property was acquired by the Company by staking. The property consists of 209 claim units located 10km north of the town of Marathon, Ontario. The Goodchild property is the Company's only mineral property at September 30, 2014. At December 31, 2014 the Company had deferred exploration and evaluation costs totalling \$678,772 (June 30, 2014 - \$678,772).

### 6. INVESTMENT IN CORO MINING CORP.:

Details of the investment in Coro Mining Corp. for the year ended June 30, 2014 and the six month period ended December 31, 2014 is as follows:

	Shares #	Carrying Amount \$
Balance, June 30, 2013	57,866,754	6,365,343
Acquired in private placement	3,133,246	313,325
Impairment loss	-	(2,408,668)
Balance, June 30, 2013	61,000,000	4,270,000
Distribution to shareholders pursuant to plan of arrangement	(61,000,000)	(4,270,000)
<b>Balance, December 31, 2014</b>	<b>-</b>	<b>-</b>

During the year ended June 30, 2014, the Company participated in a private placement pursuant to which it acquired an additional 3,133,246 units of Coro at \$0.10 per unit for a total cost of \$313,325. Each unit consisted of one common share of Coro and one half of one common share purchase warrant (1,566,623 warrants), each warrant entitling the Company to purchase an additional common share of Coro at an exercise price of \$0.15 until December 20, 2016. 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.



During the period ended December 31, 2014, the Company completed a Plan of Arrangement, whereby it would through a return of capital transaction, distribute the 61 million common shares of Coro to shareholders of the Company on a pro-rata basis. This distribution was approved at the Company's annual general and special meeting of shareholders on July 8, 2014 and was completed on July 24, 2014 to shareholders of record on July 11, 2014 on the basis of 0.7998 shares of Coro for every one (1) share of Benton held. At the time, the shares of Coro were trading at a price of \$0.07 per share. As a result of the distribution, the Company recorded a further impairment loss of \$2,408,668 in the year ended June 30, 2014 to account for the value of the shares transferred at the time of distribution. The Company has retained the 1,566,623 warrants described above and they are carried at a nominal amount. The distribution amount of \$4,270,000 has been recorded in equity as reserves.

## 7. CAPITAL STOCK:

### (a) Share Capital

Authorized:

Unlimited Class A common (share class created solely for purposes of the Plan of Arrangement)  
 Unlimited Class B common (share class created solely for purposes of the Plan of Arrangement)  
 Unlimited common shares

Issued:

Nil Class A common  
 Nil Class B common  
 76,273,531 common shares without par value

### (b) Stock Options

Details of stock option transactions for the six month period ended December 31, 2014 and the year ended June 30, 2014 are detailed below.

	# of Options	Weighted Average Exercise Price
Balance, June 30, 2013	9,585,000	\$0.26
Expired during the period	(2,025,000)	\$0.13
Granted during the period	3,200,000	\$0.10
Balance, June 30, 2014/Dec. 31, 2014	<u>10,760,000</u>	<u>\$0.24</u>

As at December 31, 2014 the following stock options were outstanding:

Expiry Date	Exercise Price	September 30, 2014 # of Options	Options exercisable
March 17, 2015	\$0.23	2,745,000	2,745,000
April 1, 2015	\$0.23	20,000	20,000
April 15, 2016	\$0.46	2,870,000	2,870,000
September 4, 2017	\$0.15	1,925,000	1,925,000
February 3, 2019	\$0.10	3,200,000	1,600,000
		<u>10,760,000</u>	<u>9,160,000</u>

### **(c) Stock Option Plan**

The Company has a Stock Option Plan (the “Plan”) for directors, officers, employees and consultants. The Plan authorizes the granting of options to purchase up to a maximum of 15,149,306 common shares of which 10,760,000 are outstanding at December 31, 2014. The Plan provides that:

- i) any options granted pursuant to the Plan shall expire no later than five years after the date of grant;
- ii) any options granted pursuant to the Plan shall be non-assignable and non-transferable;
- iii) the number of common shares issuable pursuant to the Plan to any one person in any 12 month period shall not exceed 5% of the outstanding common shares;
- iv) the number of common shares issuable pursuant to the Plan to any one consultant in any 12 month period may not exceed 2% of the outstanding common shares;
- v) the number of common shares issuable pursuant to the Plan to persons employed in investor relation activities may not exceed 2% of the outstanding common shares in any 12 month period.
- vi) the Plan provides that options shall expire and terminate 30 days following the date the optionee ceases to be an employee, director or officer of, or consultant to, the Company, provided that if such termination is as a result of death of the optionee, the optionee’s personal representative shall have one year to exercise such options.
- vii) The number of common shares: (1) reserved for issuance to insiders of the Company may not exceed 20% of the issued and outstanding common shares; and (2) which may be issued to insiders within a one year period may not exceed 20% of the issued and outstanding common shares.
- viii) the Plan provides that options granted under the plan shall vest in the optionee, and may be exercisable by the optionee as follows: (1) 25% on the date of granting; (2) 25% six months from the date of granting; (3) 25% twelve months from the date of granting; and (4) 25% eighteen months from the date of granting.

### **(d) Shareholder Rights Plan**

The Company has adopted a shareholder rights plan (the “Rights Plan”) to ensure the fair treatment of all Company shareholders in connection with any take-over bid for the outstanding common shares of the Company. The Rights Plan will provide the Company’s shareholders with adequate time to properly evaluate and assess a take-over bid without facing undue pressure or coercion. The Rights Plan also provides the board of directors of the Company with additional time to consider any take-over bid and, if applicable, to explore alternative transactions in order to maximize shareholder value.

Pursuant to the Rights Plan, any bid that meets certain criteria intended to protect the interests of all shareholders are deemed to be “Permitted Bids”. A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, in addition to certain other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the rights issued under the plan will entitle shareholders, other than any shareholder or shareholders involved in the take-over bid, to purchase additional common shares of the Company at a significant discount to the market price of the common shares at that time.

## 8. RELATED PARTY TRANSACTIONS:

The Company paid or accrued the following amounts to related parties during the six month period ended December 31, 2014 and 2013:

Payee	Description of Relationship	Nature of Transaction	2014 Amount (\$)	2013 Amount (\$)
Gordon J. Fretwell Law Corporation	Company controlled by Gordon Fretwell, Officer and former Director	Legal fees and disbursements charged/accrued during the year	34,125	30,931
Benton Resources Inc.	Company related by common directorships	Reimbursement of general and administrative expenses and management fees	-	31,059

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.

Included in accounts payable and accrued liabilities as at December 31, 2014 is \$34,125 (December 31, 2013 - \$7,500) to Gordon J. Fretwell Law Corporation and \$46,000 (December 31, 2013 - \$581) to Benton Resources Inc. The repayment terms are similar to the repayment terms of non-related party trade payables.

Key management personnel remuneration during the period included \$nil (December 31, 2013 - \$nil) in salaries and benefits and \$40,011 (December 31, 2013 - \$22,719) in share-based payments. There were no post-retirement or other long-term benefits paid to key management personnel during the year.

## 9. SHARE-BASED PAYMENTS:

The Company applies the fair value method of accounting for share-based payments to directors, officers, employees and non-employees and accordingly \$47,420 is recorded as share-based payments in profit and loss and under reserves in shareholders' equity as equity settled benefits for the 826,731 options vesting to directors, officers, and employees during the period. The fair value of the options vesting below during the period ended December 31, 2014 was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Grant Date	# of Options Vested	Exercise Price	Expiry Date	Fair Value of Option	Dividend Yield	Volatility	Risk-free Interest Rate	Expected Life
February 3, 2014	826,731	\$0.10	Feb 3, 2019	\$0.06	0%	126%	1.91%	5 yrs

## 10. SUPPLEMENTAL CASH FLOW INFORMATION:

Net change in non-cash working capital balances related to operating activities consists of:

	December 31, 2014 \$	December 31, 2013 \$
Accounts and other receivables	18,845	705
Loan receivable	(35,000)	-
Income taxes receivable	-	(799,460)
Prepaid expenses	2,589	3,317
Accounts payable and accrued liabilities	(199,593)	(33,489)
Total	(213,159)	828,927

## 11. LOSS PER SHARE:

Basic loss per common share has been calculated using the weighted average number of common shares outstanding in each respective period. As the issue of shares upon the exercise of stock options would be anti-dilutive, diluted loss per common share is equivalent to basic loss per common share.

## 12. ACQUISITION COSTS ON ABANDONED TRANSACTION:

During the period ended December 31, 2014, the Company executed a letter of intent (“LOI”) to acquire 100% of Island Harvest Inc. (“Island Harvest”), a private company incorporated in British Columbia carrying on business as a medical marijuana applicant under Health Canada’s MMPR program. The transaction was structured to be contingent upon first closing the Folium acquisition. Pursuant to the letter of intent, the Company paid a First Deposit to Island Harvest in the amount of \$80,000 and commenced the due diligence period as provided for in the LOI. After conducting due diligence, Benton elected not to continue with the transaction. As a result, Benton and Folium abandoned the LOI and \$80,000 was written off during the period.

## 13. SUBSEQUENT EVENTS:

- (i) During the 2014 fiscal year, the Company announced that it had executed a share exchange agreement (“SEA”) dated June 9, 2014 to acquire a 100% interest in Folium Life Science Inc. (“Folium”), a private company with its head office located in Abbotsford, British Columbia. At the time Folium’s application to become a Licensed Producer (“LP”) of medical marijuana in Canada under the Marihuana for Medical Purposes Regulations was being reviewed by Health Canada.

On July 8, 2014, the Company held its Annual General and Special Meeting of Shareholders where the acquisition of Folium was approved in addition to the Company’s Plan of Arrangement transaction (“POA”) to distribute the 61 million Coro Mining Corp. shares pro-rata to shareholders of record on July 11, 2014 on the basis of 0.7998 shares of Coro for every one (1) share of Benton held.

Subsequent to December 31, 2014, the Company terminated its agreement to acquire Folium as efforts by the parties to negotiate an extension to the agreement were unsuccessful.

- (ii) Subsequent to December 31, 2014 Benton decided, in light of the termination of the agreement to acquire Folium, to pursue a strategy of mining royalty acquisitions through purchase, finance and exploration initiatives. The Company also decided to retain its TSX Venture Exchange listing and will no longer pursue a Canadian Securities Exchange listing. In addition, the Company completed its previously announced 2 for 1 share consolidation and accordingly, as of the Report Date, the Company had 38,136,764 common shares issued and outstanding,