BENTON CAPITAL CORP

(A Development Stage Enterprise)

Condensed Consolidated Interim Financial Statements
For the three months ended September 30, 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 September 30, 2014.

BENTON CAPITAL CORP.
(A Development Stage Enterprise)

September 30, 2014

BENTON CAPITAL CORP.
(A Development Stage Enterprise)

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

As at	**September 30, 2014 $**	June 30, 2014 $
ASSETS		
Current		
Cash	**80,099**	161,589
Restricted cash (note 3)	**267,756**	-
Temporary investments (note 4)	**1,175,352**	1,376,105
Accounts and other receivables	**5,821**	24,632
Loan receivable (note 5)	**20,000**	-
Income taxes receivable	**67,557**	67,557
Prepaid expenses	**81,081**	2,589
	1,697,666	1,632,472
Exploration and evaluation assets (note 6)	**678,772**	678,772
Investment in Coro Mining Corp. (note 7)	**-**	4,270,000
	2,376,438	6,581,244
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable and accrued liabilities (note 9)	**114,273**	293,573
Unit receipts issuable (note 3)	**267,500**	-
	381,773	293,573
Shareholders' Equity		
Capital Stock (note 8)		
Share capital	**2,099,308**	2,099,308
Reserves	**7,269,120**	11,510,998
Deficit	**(7,373,763)**	(7,322,635)
	1,994,665	6,287,671
	2,376,438	6,581,244

See Nature of Operations and Going Concern – Note 1

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on November 19, 2014. 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 Ending Sept. 30, 2014 $	Three Months Ending Sept. 30, 2013 $
EXPENSES		
Advertising and promotion	12,390	1,475
Share-based payments (note 10)	28,122	18,298
General and administrative	3,822	7,028
Professional fees	11,491	18,125
Stock exchange and filing fees	929	-
	(56,754)	(44,926)
Other income (expense):		
Interest and investment income	5,626	4,398
Loss before income taxes	(51,128)	(40,528)
Current income tax recovery	-	8,692
Loss and comprehensive loss for the period	(51,128)	(31,566)
Loss and comprehensive loss per common share – basic and diluted	-	-
Weighted average shares outstanding – basic and diluted	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 three months ended September 30, 2014 and 2013

	Share Capital		Reserves		
	Number	Amount $	Equity settled benefits $	Retained earnings (deficit) $	Total shareholders' equity $
Balance at June 30, 2013	**76,273,531**	**2,099,308**	**11,364,024**	**(5,257,441)**	**8,205,891**
Loss and comprehensive loss for the period	-	-	-	(31,566)	(31,566)
Share-based payments	-	-	18,298	-	18,298
Balance at September 30, 2013	**76,273,531**	**2,099,308**	**11,382,322**	**(5,289,007)**	**8,192,623**
Balance at June 30, 2014	**76,273,531**	**2,099,308**	**11,510,998**	**(7,322,635)**	**6,287,671**
Loss and comprehensive loss for the period	-	-	-	(51,128)	(51,128)
Distribution of Coro Mining Corp. shares pursuant to Plan of Arrangement (note 7)			(4,270,000)		(4,270,000)
Share-based payments	-	-	28,122	-	28,122
Balance at September 30, 2014	**76,273,531**	**2,099,308**	**7,269,120**	**(7,373,763)**	**1,994,665**

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)

	Three Months Ended Sept. 30, 2014 $	Three Months Ended Sept. 30, 2013 $
CASH FLOWS FROM (USED IN):		
OPERATING ACTIVITIES		
Loss and comprehensive loss for the period	(51,128)	(31,566)
Share-based payments	28,122	18,298
Interest earned on restricted cash	(256)	
Net change in non-cash working capital balances related to operating activities (note 12)	(258,981)	10,645
Cash flows used in operating activities	(282,243)	(2,623)
INVESTING ACTIVITIES		
Net redemption (purchase) of temporary investments	200,753	(3,596)
Cash flows provided by (used in) investing activities	200,753	(3,596)
Decrease in cash	(81,490)	(6,219)
Cash - beginning of period	161,589	12,270
Cash - end of period	80,099	6,051

Supplemental cash flow information (note 11)

See accompanying notes to the consolidated financial statements

BENTON CAPITAL CORP.
(A Development Stage Enterprise)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Prepared by Management – Unaudited)

September 30, 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.

	September 30, 2014	June 30, 2014
Working capital	$1,315,893	$1,338,899
Deficit	$(7,373,763)	$(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 November 19, 2014, 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 September 30, 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. RESTRICTED CASH:

Pursuant to the proposed acquisition of Folium Life Sciences Inc. ("Folium") (see note 13), the Company commenced a non-brokered unit receipt offering at a price of $0.25 per unit receipt. The funds received are held in escrow in an interest bearing account pending satisfaction of the escrow release conditions, which among other things requires Folium to receive its Ready-to-build letter from Health Canada. Should these conditions be satisfied by November 15, 2014, each unit receipt will be deemed to be exchanged for one unit, with each unit consisting of one common share (post consolidation) and one common share purchase warrant exercisable at $0.50 per share (post consolidation) for a period of 24 months from the listing date.

Should the escrow conditions not be satisfied by November 15, 2014, the escrowed funds plus applicable interest shall be used by the Company to repurchase the then issued and outstanding unit receipts at a redemption price per unit equal to the purchase price of such unit receipt plus a pro-rata amount of any interest accrued in respect thereof to the date of redemption. At September 30, 2014 the Company held cash in escrow in the amount of $267,756 ($267,500 plus applicable interest earned to September 30, 2014) representing 1,070,000 unit receipts under subscription in the non-brokered offering. Due to fact that the escrow conditions were not satisfied by November 15, 2014, the Company returned all funds held plus applicable pro-rata net interest in the subsequent period.

4. TEMPORARY INVESTMENTS:

	September 30, 2014	June 30, 2014
Money Market Mutual funds	$ 1,175,352	$ 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.

5. LOAN RECEIVABLE:

During the three month period ended September 30, 2014, the Company advanced to Folium $20,000 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.

Should the proposed acquisition of Folium not occur, these amounts are immediately repayable to the Company without interest.

6. 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 September 30, 2014 the Company had deferred exploration and evaluation costs totalling $678,772 (June 30, 2014 - $678,772).

7. INVESTMENT IN CORO MINING CORP.:

Details of the investment in Coro Mining Corp. for the year ended June 30, 2014 and the three month period ended September 30, 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)
Balance, September 30, 2014	**-**	**-**

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 September 30, 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 this 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.

8. CAPITAL STOCK:

(a) Share Capital

Authorized:

Unlimited Class A common (share class created solely for purposes of plan of arrangement)
Unlimited Class B common (share class created solely for purposes of 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 three month period ended September 30, 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/Sept. 30, 2014	10,760,000	$0.24

As at September 30, 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
		10,760,000	9,160,000

(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 September 30, 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.

9. RELATED PARTY TRANSACTIONS:

The Company paid or accrued the following amounts to related parties during the three month period ended September 30, 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	5,000	12,875

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 September 30, 2014 is $5,000 (September 30, 2013 - $20,875) to Gordon J. Fretwell Law Corporation and $46,000 (September 30, 2013 - $28,000) 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 (September 30, 2013 - $nil) in salaries and benefits and $23,728 (September 30, 2014 - $15,287) in share-based payments. There were no post-retirement or other long-term benefits paid to key management personnel during the year.

10. 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 $28,122 is recorded as share-based payments in profit and loss and under reserves in shareholders' equity as equity settled benefits for the 490,289 options vesting to directors, officers, and employees during the period. The fair value of the options vesting below during the period ended September 30, 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	490,289	$0.10	Feb 3, 2019	$0.06	0%	126%	1.91%	5 yrs

11. SUPPLEMENTAL CASH FLOW INFORMATION:

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

	September 30, 2014 $	September 30, 2013 $
Accounts and other receivables	18,811	(300)
Loan receivable	(20,000)	-
Income taxes receivable	-	(8,692)
Prepaid expenses	(78,492)	1,919
Accounts payable and accrued liabilities	(179,300)	17,988
Total	(258,981)	10,645

12. 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 and warrants would be anti-dilutive, diluted loss per common share is equivalent to basic loss per common share.

13. ACQUSITION OF FOLIUM LIFE SCIENCE INC.:

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. Folium's application to Health Canada to become a Licensed Producer ("LP") of medical marijuana under the Marihuana for Medical Purposes Regulations is currently undergoing its final review.

Pursuant to the SEA, the Company will acquire all of the shares of Folium from the Folium shareholders in exchange for 13.5 million common shares of the Company. Upon completion of the transaction, Folium will become a wholly-owned subsidiary of the Company.

The key terms of the SEA are as follows:

- Benton to issue 13.5 million common shares (post consolidation) to Folium upon closing;
- Prior to closing:
  - (i) Benton will be required to complete a share consolidation on a 2:1 basis (pending);
  - (ii) Benton will distribute its shareholdings of Coro Mining Corp. to Benton shareholders through a return of capital transaction (subsequently completed); and
  - (iii) Benton will be required to complete a financing and to have a minimum $4.0 million on deposit after closing (pending).
- Benton and Folium to each be satisfied with due diligence to be conducted over a 30 day due diligence period (completed).
- Closing subject to Folium receiving its ready-to-build approval from Health Canada to become a LP (pending) with such closing to occur on or before December 31, 2014.
- Benton to obtain all applicable regulatory and shareholder approvals.
- Management of Benton are required to enter into a voting support agreement pursuant to which they will vote their shares of Benton in support of the transactions set out in the SEA.
- Folium to nominate three members for election to Benton's Board of Director's.
- Fonda Betts, President and CEO of Folium will assume the position of President of Benton and;
- Following the closing of the acquisition of Folium:
  - (i) the funds in the treasury will be utilized to construct a production facility with a view of being fully licensed and in production of medical marijuana as soon as practicable and;
  - (ii) the necessary steps will be taken to change the name of Benton Capital Corp. to Folium Life Science

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.

The Company's shares have been halted from trading on the TSX Venture Exchange as the Company obtains the necessary regulatory and shareholder approvals. Upon completing the transaction, the Company will delist from the TSX Venture Exchange and list and resume trading on the Canadian Securities Exchange (CSE).

Concurrent with the Company's non-brokered unit offering, the Company has signed an agency agreement with Jacob Securities Inc. ("JSI") to complete a brokered private placement up to 20,000,000 unit receipts on a best-efforts basis on the same terms and conditions as the non-brokered offering described in note 3. The Company intends to raise a minimum of $3 million and a maximum of $5 million between the non-brokered and brokered private placements.

Pursuant to the agency agreement with JSI, the Company will pay JSI a 7.5% cash commission plus broker warrants to purchase that number of units which is equal to 7.5% of the unit receipts sold in the brokered private placement.