FORM 53-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**
   BonTerra Resources Inc
   1130-789 West Pender Street
   Vancouver, BC, V6C 1H2

2. **Date of Material Change**

   February 2, 2010

3. **News Release**

   The Press Release dated February 2, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
   The Company announced a non brokered private placement of 5,000,000 units at $0.15 per unit for total gross proceeds of $750,000.

5. (a) **Full Description of Material Change**

   See attached press release dated February 2, 2010

   (b) **Disclosure for Restructuring Transaction**

   Not Applicable

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

   Not Applicable

7. **Omitted Information**

   Not Applicable

8. **Executive Officer**

   Mitch Adam

9. **Date of Report**

   February 2, 2010

Schedule A

Vancouver, BC – February 2, 2010: BonTerra Resources Inc. (BTR: TSXV) (the "Company") announces that it has retained the services of Minconsult Exploration Services permit for Exploration and to do a historical data compilation and to implement a work program for the Company's Symphony rare earth property. The Company currently holds18 mineral claims covering an area of approximately 7,747 hectares, lying within the Omineca mining district of British Columbia. The claims are located adjacent to the Silver Queen mine property in central British Columbia.

The adjacent Silver Queen property has been the focus of many exploration and development programs since its initial discovery in 1912. The Bradina joint venture took the property into production during 1972 to 1973. In the late 1980s an extensive development and exploration project was conducted consisting of surface and underground diamond drilling and lateral development on three underground levels. Under the direction of Houston Metals Corp., Cominco Engineering Services Ltd. conducted a feasibility study in 1988. The metal recoveries with the technology available at that time precluded a production decision. Occurrences of silver, gold, copper, lead, zinc, gallium, indium and germanium have been established by previous work.

BonTerra management believes the Silver Queen mineralization extends north onto the Symphony property.

The Company also announced a non brokered private placement of 5,000,000 units at $0.15 per unit for total gross proceeds of $750,000. Each unit will consist of one common share and one transferable share purchase warrant, each warrant exercisable into one additional common share at a price of $0.20 per share for a period of two years from the date of closing. This placement is subject to TSX Venture Exchange approval,

The proceeds of the placement will be used for general working capital.

Finders' fees may be payable in whole or in part on the units issued under the financing, in accordance with TSX Venture Exchange policy.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.

/s/ Mitchell Adam
Mitchell Adam
President, Director

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