Form 51-102F3

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**

   May 19, 2010

3. **News Release**

   The Press Release dated May 19, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

   The Company announced a private placement of 2,941,177 flow-through units at $0.17 per FT Unit for total gross proceeds of $500,000 and 3,333,334 non flow-through units at $0.15 per NFT Unit for total gross proceeds of $500,000. Also that it has retained MI3 Communications Financières Inc., of Montreal, Quebec, to provide investor relations services, both subject to regulatory approval. And that Thomas Clarke MSc, Pr.Sci.Nat. has been appointed to the board of Directors.

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

   See attached press release dated May 19, 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**

   May 19, 2010

Schedule A

Vancouver, BC – May 19, 2010: BonTerra Resources Inc.(BTR: TSXV) (the "Company") has arranged, subject to the acceptance of the TSX Venture Exchange, a private placement of 2,941,177 flow-through units (the "FT Units") at $0.17 per FT Unit for total gross proceeds of $500,000 and 3,333,334 non flow-through units (the "NFT Units") at $0.15 per NFT Unit for total gross proceeds of $500,000.

Each FT Unit will consist of one flow-through common share and one transferable share purchase warrant, each warrant exercisable into one non flow-through common share for a period of two years at a price of $0.20 per share.

Each NFT Unit will consist of one non flow-through common share and one transferable share purchase warrant, each warrant exercisable into an additional non flow-through common share for a period of two years at a price of $0.17 per share.

Finders' fees will be payable on part or the whole of the placements, pursuant to the policies of the TSX Venture Exchange.

The Company also announces that, subject to regulatory approval, it has retained MI3 Communications Financières Inc., of Montreal, Quebec, to provide investor relations services. MI3 will communicate with private retail and institutional investors and increase visibility of the Company's projects in the financial community.

MI3 will receive compensation of $4,000 per month for a term of 12 months starting June 1, 2010, as well as 300,000 incentive stock options under the Company's stock option plan at an exercise price of $0.15 per share for five years. MI3 has advised the Company that it does not hold directly or indirectly any shares of the Company nor does it have any right to acquire any shares.

MI3 is a new age financial communication Service Company geared for today's fast paced global economy. Based in Montreal, MI3 has a general financial communications program made up of the following services: Proactive retail and Institutional (for covered public companies), Online communication, Market Intelligence, PR road show, Market making service, strategic communication, Search engine optimization, online marketing campaigns and CEO Webcasts. These services are for small, mid, and large-cap public companies trading both on U.S and Canada's capital markets throughout North America.

MI3's strength relies on its experienced team. These remarkably experienced financial professionals have, through the years, created a privileged high-value network of individuals and institutions.

The Company is also pleased to announce that Thomas Clarke MSc, Pr.Sci.Nat. has been appointed to the board of Directors. Mr. Clarke has diverse experience in mineral exploration working on gold, platinum group metal, molybdenum-tungsten deposits. He has worked as a geologist in 5 countries (Canada, South Africa, Madagascar, Russia and Guyana) and 5 Canadian provinces and territories for various public and private resource companies. Thomas has served as Chairman and CEO of Nanoose Gold from its inception. He is registered as a Qualified Person (Professional Natural Scientist-Geoscience) as per NI-43101 with the South African Council for Natural Scientific Professions. He holds a Bachelor of Science in Geography from the University of Lethbridge. Thomas also holds a Bachelor of Science (Honours) in Geology, and a Master of Science in Geology from the University of Witwatersrand in South Africa. Clarke has a balanced field and interpretive background which is critical in the exploration industry.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.

/s/ Mitchell Adam
Mitchell Adam
President, Director

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This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of BonTerra such as the statement that: (i) the closing of the transaction may occur; and (ii) the combination creates the opportunity to develop a sustainable and profitable mining operation within a low-risk political jurisdiction. There are numerous risks and uncertainties that could cause actual results and BonTerra's plans and objectives to differ materially from those expressed in the forward-looking information, including (i) the inability to close the transaction for any reason; (ii) the inability to close the financing; (iii) the inability to obtain exchange approval (iv) a continued downturn in general economic conditions; (v) decreased demand for minerals and lower mineral prices; (vi) the inherent uncertainties and speculative nature associated with mineral exploration; (vii) any number of events or causes which may delay or cease exploration and development of BonTerra's property interests; (viii) the risk that BonTerra does not execute its business plan; (ix) inability to finance operations and growth; and (x) other factors beyond BonTerra's control. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, BonTerra assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change.