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**

November 19, 2010

3. **News Release**

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

4. **Summary of Material Change**
The Company announced that some samples in Hole BA-10-05 assayed in excess of the lab's 10 grams per tonne gold detection limit, and as such, those samples are currently being re-assayed.

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

See attached press release dated November 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**

November 19, 2010

Schedule A

Vancouver, BC – November 19, 2010: BonTerra Resources Inc. (TSXV: BTR; FSE: 9BR) (the "Company", "BonTerra") announces that some samples in Hole BA-10-05 assayed in excess of the lab's 10 grams per tonne gold detection limit, and as such, those samples are currently being re-assayed. These samples will be re-assayed for gold by fire assay with gravimetric finish. Drill hole BA-10-05 was a total of 102.0 metres in length.

Once the Company receives final assays for this hole, as well as other outstanding gravimetric finish assays on other high-grade samples they will be released accordingly. The current drill program on its Quebec gold properties has been completed. At this time the company continues to receive additional gold values for its drill program.

BonTerra Resources has drilled a total of 7 holes on the Eastern Extension Property totaling approximately 1000 metres. To date the Company has received and announced assays for the first three holes of the 7 hole program. BonTerra anticipates receiving final assays on all seven holes over the next few weeks.

All holes drilled on the Eastern Extension property have intercepted zones of smoky quartz veins mineralized with sulphides (pyrite, pyrrhotite and chalcopyrite with sphalerite observed locally). Sulphides commonly compose 1-7% of the mineralized zones. Alteration is most commonly silica, carbonate, chlorite, tourmaline and sericite. The combination of quartz veins, tourmaline, alteration and sulphides is ideal for gold mineralization in the area.

The Eastern Extension property is located approximately 170 km NE of Val-d'Or and 125 km SW of Chibougamau in the Barry and Bailly townships in the Abitibi Greenstone Belt, Québec. BonTerra's Urban-Barry property is situated just west of the Eastern Extension property. Neighboring companies in the region are Metanor, Amseco, Beaufield, Eagle Hill, Glen Eagle, Urbana and Freewest, Murgor and Noront. The Company has an option to earn 100% of the Eastern Extension property subject to a 2% NSR.

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the Company by Thomas Clarke, Pr.Sci.Nat, a qualified person and a Director of the issuer.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.

/s/ Mitchell Adam
Mitchell Adam
President, Director

For further information contact:
Mitchell Adam
info@bonterraresources.com
www.bonterraresources.com
Tel: (604) 669-9330

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 the Company such as the statement that the Company is planning a winter camp and second phase drill program to continue advancing the property. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) a decrease in demand for and price of gold; (iii) general uncertainties with respect to mineral exploration in general; and (v) inability to raise required financing. 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, the Company does not intend to update these forward-looking statements.*