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 26, 2010

3. **News Release**

   The Press Release dated November 26, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
   The Company announced the closing of a non-brokered private placement) of 4,000,000 flow through units of the Company at $0.50 per FT Unit to the MineralFields Group.

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

   See attached press release dated November 26, 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 26, 2010

Schedule A

Vancouver, BC – November 26, 2010*:* **BonTerra Resources Inc. (TSX-V: BTR/ FSE: 9BR)** (the "**Company**") is pleased to announce in furtherance to its news release dated November 23, 2010, it has today completed the closing of a non-brokered private placement (the "**Offering**") of 4,000,000 flow through units of the Company (the "**FT Units**") at $0.50 per FT Unit to the MineralFields Group. Each FT Unit consists of one (1) common share in the capital of the Company (each, a "**Common Share**"), issued on a flow-through basis, and one (1) common share purchase warrant (each, a "**Warrant**") issued on a non flow-through basis, entitling the holder thereof to acquire one (1) additional Common Share at an exercise price of $0.75 per Common Share for a period of two (2) years from the closing date of the Offering (the "**Closing Date**").

The Company paid Limited Market Dealer Inc. ("**LMD**") $95,000 as a cash finder's fee, and granted LMD 380,000 options of the Company (the "**Options**"). Each one (1) Option entitles LMD to purchase one (1) unit of the Company (each, a "**Finder's Unit**") at a price of $0.50 per Finder's Unit for a period of two years from the Closing Date with each such Finder's Unit consisting of one (1) non flow-through Common Share and one (1) non-transferable non flow-through Warrant. Each such Warrant entitles the holder thereof to purchase one (1) non flow-through Common Share at a price of $0.75 per share for a period of two (2) years from the Closing Date.

Mitchell Adam, President and a Director of the Company states, "We are very pleased with the support we have received from the MineralFields Group. The success of the Phase I drill program has demonstrated to our shareholders and the market that a Phase II program should be initiated immediately. We now have the funds in place to commence a very significant drill program."

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