

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

BonTerra Resources Inc.
4006-1011 West Cordova, BC, V6C 0B2

2. Date of Material Change

December 14, 2010

3. News Release

The Press Release dated December 14, 2010 was disseminated via Market News Publishing and Canada Stockwatch

4. Summary of Material Change

The Company announced that it has entered into a property acquisition agreement dated December 10, 2010 to acquire 57 claims totaling 912 hectares. The claim group is contiguous to and along strike with BonTerra's Eastern Extension property in Quebec, Canada, which is currently undergoing an extensive drilling program.

5. (a) Full Description of Material Change

See attached press release dated December 14, 2010

(a) 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

December 14, 2010

Schedule A

Vancouver, BC – December 14, 2010: BonTerra Resources Inc. (TSXV: BTR; FSE: 9BR) (“BonTerra”) announces that it has entered into a property acquisition agreement dated December 10, 2010 to acquire 57 claims totaling 912 hectares. The claim group is contiguous to and along strike with BonTerra’s Eastern Extension property in Quebec, Canada, which is currently undergoing an extensive drilling program.

Xemac Resources was a historic owner and completed an induced polarity (IP) + Resistivity survey in 1997. Xemac also completed an electromagnetic survey (VLF-EM) in 1997. Historical work has identified 2 magnetic axes trends according to historical assessment reports. The first of these axes strikes north-south and bends to NE-SW in the eastern part of the property. The second magnetic axis strikes east-west and was said to apparently cross the basalt – granodiorite contact on the property.

Historical work on the new claims focused on geophysics and diamond drilling. Sundust Resources completed a 10 hole drill program on the property in 1998 totalling 1,711.45 metres. Gold was historically found primarily in quartz veins. BonTerra’s geological team believes this is on strike with its current drill program on the Eastern Extension property. As a result, BonTerra has entered into the agreement to acquire the property. Upon the closing of the agreement, BonTerra intends to roll the property into a combined geophysics and drill program in January.

Mitchell Adam, President, states, “This proposed acquisition, which will expand BonTerra’s Eastern Extension property, is a strategic move to continue to consolidate its land position and presence in the Urban-Barry fragment of the Abitibi.”

Under the terms of the agreement, BonTerra has agreed to pay \$35,000 and issue 2 million shares to the vendor upon approval by the TSX Venture Exchange. On closing, BonTerra has also agreed to grant the vendor a 2% net smelter royalty, of which 1% can be purchased back by BonTerra for \$1.0 million. The closing of the acquisition is subject to certain conditions, including approval from the TSX Venture Exchange. Shares issued to the vendor will include a four month hold period as required in accordance with applicable securities laws.

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 BonTerra by Thomas Clarke, Pr.Sci.Nat., a qualified person and Director of BonTerra.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.

/s/ Mitchell Adam

Mitchell Adam
President, Director

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