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**
January 12, 2011

3. **News Release**
The Press Release dated January 12, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
The Company announced receiving final gold assays from ALS Chemex for the two holes drilled before Christmas.

5. **(a) Full Description of Material Change**
See attached press release dated January 12, 2011

   (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, President & Director (604) 678-5308

9. **Date of Report**
January 12, 2011

Schedule A

Vancouver, BC – January 12, 2011: BonTerra Resources Inc. (TSXV: BTR; FSE: 9BR) (the "Company", "BonTerra") has received final gold assays from ALS Chemex for the two drill holes completed before Christmas. These holes were drilled with the intention of extending the known mineralized zone on the Eastern Extension. BA-10-08 assayed 14.84 grams/tonne ("g/t") gold over 7 metres, the highest sample grading 31.20 g/t. BA-10-09 assayed 4.71 g/t gold over 11.75 metres with the highest sample being 41.20 g/t. Both BA-10-08 and BA-10-09 extend the known length (strike) of the gold zone. All known gold intercepts are shown in the two tables below.

DRILL HOLE BA-10-08 GOLD INTERCEPTS

Drill Hole	From (metres)	From (feet)	To (metres)	To (feet)	Length (metres)	Length (feet)	Gold (g/tonne)	Gold (Oz/ton)
BA-10-08	119.00	390.42	126.00	413.39	7.00	22.97	14.84	0.43
Including	122.00	400.26	123.00	403.54	1.00	3.28	31.20	0.91
Including	124.00	406.82	125.00	410.10	1.00	3.28	30.50	0.89
Including	121.00	396.98	125.00	410.10	4.00	13.12	19.61	0.57
BA-10-08	16.00	52.49	18.00	59.06	2.00	6.56	2.25	0.07
BA-10-08	33.00	108.27	35.00	114.83	2.00	6.56	5.21	0.15
BA-10-08	58.00	190.29	74.00	242.78	16.00	52.49	1.89	0.06
BA-10-08	85.00	278.87	86.00	282.15	1.00	3.28	6.08	0.18
BA-10-08	102.00	334.64	105.00	344.49	3.00	9.84	1.89	0.06
BA-10-08	146.00	479.00	150.00	492.13	4.00	13.12	3.30	0.10

DRILL HOLE BA-10-09 GOLD INTERCEPTS

Drill Hole	From (metres)	From (feet)	To (metres)	To (feet)	Length (metres)	Length (feet)	Gold (g/tonne)	Gold (Oz/ton)
BA-10-09	66.25	217.36	78.00	255.91	11.75	38.55	4.71	0.14
Including	77.00	252.62	78.00	255.91	1.00	3.28	41.20	1.2
BA-10-09	35.10	115.16	37.00	121.39	1.90	6.23	2.24	0.07

The drill program on the Eastern Extension has included a total of 9 holes (1358.35 metres) to date. Eight of these holes have intercepted gold zones present in quartz veins mineralized with sulphides.

Mitchell Adam, President, states, “BonTerra is very excited to hit continued high grade gold values in both of the last two holes. This increases the size of the known mineralized zone.”

To date the holes drilled on the Eastern Extension property have intercepted zones of smoky quartz veins mineralized with sulphides (pyrite, pyrrhotite & chalcopyrite with sphalerite observed locally). Sulphides commonly compose 1-10% of the mineralized zones and can be as high as 25% locally. Alteration is most commonly silica, carbonate, chlorite, tourmaline and sericite. The combination of quartz veins, tourmaline, alteration types and sulphides is ideal for gold mineralization in the area.

Subsequent drilling will operate out of BonTerra’s camp and likely include using two rigs to aggressively drill the Eastern Extension property. Further drilling will be conducted with the sole goal to extend the known gold zone.

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 Company has chosen to employ a full quality assurance and quality control (QAQC) system for every batch of samples submitted to the lab. The QAQC samples include a standard, duplicate and blank. Geologica Inc. of Val d’Or, Québec is responsible for overseeing the drill and sampling program on behalf of the Company.

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 Company.

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) 678-5308
Fax: (604)-678-5309
Toll F: (855) 678-5308

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 second phase drill program, utilizing two rigs to continue advancing the property. Sample lengths are core lengths. 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.